

# EXHIBIT A

**PROSKAUER ROSE LLP**

Michael T. Mervis  
Timothy Q. Karcher  
Eleven Times Square  
New York, NY 10036-8299  
Tel.: (212) 969-3000

*Attorneys for Defendants-Appellants*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re:

TRANSCARE CORPORATION, et al.,

Debtors.

:  
:  
:  
: Chapter 7  
: Case No. 16-10407 (SMB)  
: (Jointly Administered)  
:

-----X  
SALVATORE LAMONICA, as Chapter 7  
Trustee for the Estates of TransCare  
Corporation, et al.,

Plaintiff,

- against -

:  
:  
:  
: Adv. Proc. No. 18-1021 (SMB)  
:  
:  
:

LYNN TILTON, PATRIARCH PARTNERS  
AGENCY SERVICES, LLC, PATRIARCH  
PARTNERS, LLC, PATRIARCH PARTNERS  
MANAGEMENT GROUP, LLC, ARK II CLO  
2001-1 LIMITED, TRANSCENDENCE  
TRANSIT, INC., and TRANSCENDENCE  
TRANSIT II, INC.,

Defendants.

-----X  
**DEFENDANTS-APPELLANTS' STATEMENT OF ISSUES TO BE PRESENTED ON  
APPEAL, DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON  
APPEAL, AND CERTIFICATE REGARDING TRANSCRIPTS PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 8009**

Patriarch Partners Agency Services, LLC (“PPAS”), Transcendence Transit, Inc., Transcendence Transit II, Inc. (together with Transcendence Transit Inc., “Transcendence”), and Ark II CLO 2001-1 Limited (“Ark II” and, collectively with PPAS and Transcendence, “Defendants-Appellants”) hereby submit, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Bankruptcy Rules for the Southern District of New York, this (i) statement of issues to be presented on appeal, (ii) designation of items to be included in the record on appeal, and (iii) certificate regarding transcripts, in connection with Defendants-Appellants’ appeal in the above-captioned adversary proceeding (Notice of Appeal filed at Dkt. No. 146) from the judgment dated July 15, 2020 [Dkt. No. 141] and entered on the docket of the United States Bankruptcy Court for the Southern District of New York on July 15, 2020 (the “Judgment”).

**I. STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL**<sup>1</sup>

1. With respect to Count 7 of the Amended Complaint<sup>2</sup> filed by the Chapter 7 Trustee (“Plaintiff-Appellee”):

- a. Did the Bankruptcy Court err in ruling that: (i) Plaintiff-Appellee sustained his burden of proving that TransCare transferred the Subject Collateral to PPAS with the intent to hinder and delay TransCare’s creditors, and (ii) the transfer should be avoided, under NYDCL § 276 and 11 U.S.C. § 548(a)(1)(A) (*see* PFC at 76)?
- b. Did the Bankruptcy Court err in disallowing PPAS’s claim under 11 U.S.C. § 502(d) (*see* Judgment, ¶ 2; PFC at 79)?

---

<sup>1</sup> Capitalized terms used but not defined herein have the meaning ascribed to them in the *Post-Trial Findings of Fact and Conclusions of Law* of the United States Bankruptcy Court for the Southern District of New York, dated July 6, 2020 [Dkt. No. 138] (“PFC”).

<sup>2</sup> *Amended Complaint against Lynn Tilton, et al.*, Adv. Proc. No. 18-1021-smb, Dkt. No. 53.

- c. Did the Bankruptcy Court err in awarding Plaintiff-Appellee \$39.2 million in damages, or damages in any amount at all, as against: (i) PPAS, pursuant to 11 U.S.C. § 550(a), and (ii) Transcendence as the alleged immediate transferee of PPAS, pursuant to 11 U.S.C. § 550(a)(2) (*see* Judgment, ¶ 1; PFC at 79)?
- d. Did the Bankruptcy Court err in determining that Plaintiff-Appellee is entitled to an award of attorneys' fees pursuant to NYDCL § 276-a (*see* Judgment, at 2; PFC at 79-80)?

2. With respect to Count 10 of Plaintiff-Appellee's Amended Complaint, did the Bankruptcy Court err in avoiding the lien granted to Ark II under the Ark II Security Agreement as a preference and preserving the lien for the benefit of the above-captioned debtors' estates, pursuant to 11 U.S.C. § 551 (*see* Judgment ¶ 3; PFC at 86)?

3. With respect to Count 11 of Plaintiff-Appellee's Amended Complaint, did the Bankruptcy Court err in avoiding the lien granted to Ark II under the Ark II Security Agreement as a constructive fraudulent transfer and preserving the lien for the benefit of the above-captioned debtors' estates, pursuant to 11 U.S.C. § 551 (*see* Judgment ¶ 3; PFC at 88)?

## **II. DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Defendants-Appellants designate the following items to be included in the record on appeal. The below designations include all documents referenced by the particular document number, including, without limitation, all exhibits and attachments thereto. Defendants-Appellants reserve the right to designate additional items for inclusion in the record.

**1. Designated Entries from the Docket of *LaMonica v. Tilton, et al.*, Adv. Proc. No. 18-1021-smb**

Designation No.	Date	ECF No.	Docket Text
<b>1.</b>	02/22/2018	1	Adversary case 18-01021. Complaint against Lynn Tilton, Patriarch Partners Agency Services, LLC, Patriarch Partners, LLC, Patriarch Partners Management Group, LLC, Ark II CLO 2001-1, Limited, ARK Investment Partners II, L.P., LD Investments, LLC, Patriarch Partners II, LLC, Patriarch Partners III, LLC, Patriarch Partners VIII, LLC, Patriarch Partners XIV, LLC, Patriarch Partners XV, LLC, Transcendence Transit, Inc., Transcendence Transit II, Inc. Complaint of Salvatore LaMonica, as Chapter 7 Trustee of the Jointly-Administered Estates of TransCare Corporation, et al. against Lynn Tilton, Patriarch Partners Agency Services, LLC, Patriarch Partners, LLC, Patriarch Partners Management Group, LLC, Ark II CLO 2001-1, Limited, Ark Investment Partners II, L.P., LD Investments, LLC, Patriarch Partners II, LLC, Patriarch Partners III, LLC, Patriarch Partners VIII, LLC, Patriarch Partners XIV, LLC, Patriarch Partners XV, LLC, Transcendence Transit, Inc., and Transcendence Transit II, Inc. (Fee Amount \$ 350.). Nature(s) of Suit: (81 (Subordination of claim or interest)), (02 (Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy))), (21 (Validity, priority or extent of lien or other interest in property)), (13 (Recovery of money/property - 548 fraudulent transfer)), (14 (Recovery of money/property - other)) Filed by Steven G. Storch on behalf of SALVATORE LAMONICA. (Storch, Steven) (Entered: 02/22/2018)
<b>2.</b>	11/28/2018	53	Amended Complaint against Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. Amended Complaint of Salvatore LaMonica, as Chapter 7 Trustee of the Jointly-Administered Estates of TransCare Corporation, et al. against Lynn Tilton, Patriarch Partners Agency Services, LLC, Patriarch Partners, LLC, Patriarch Partners Management Group, LLC, Ark II CLO 2001-1, Limited, Transcendence Transit, Inc., and Transcendence Transit II, Inc. Filed by Bijan Amini on behalf of SALVATORE LAMONICA. (Amini, Bijan) (Entered: 11/28/2018)

Designation No.	Date	ECF No.	Docket Text
3.	05/14/2019	85	So Ordered Stipulation Signed On 5/14/2019. Re: Joint Pretrial Order TRIAL with hearing to be held on 7/22/2019 at 10:00 AM at Courtroom 723 (SMB) (Barrett, Chantel) (Entered: 05/14/2019)
4.	07/08/2019	102	Motion to Approve / Notice of Defendants' Motion in Limine to Exclude Certain Irrelevant Documents and Testimony Related to Credit Suisse filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. with hearing to be held on 7/22/2019 at 10:00 AM at Courtroom 723 (SMB) Responses due by 7/15/2019. (Mervis, Michael) (Entered: 07/08/2019)
5.	07/08/2019	103	Memorandum of Law / Defendants' Memorandum of Law in Support of Their Motion in Limine to Exclude Certain Irrelevant Documents and Testimony Related to Credit Suisse (related document(s)102) filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. (Mervis, Michael) (Entered: 07/08/2019)
6.	07/08/2019	104	Declaration of Michael T. Mervis in Support of Defendants' Motion in Limine to Exclude Certain Irrelevant Documents and Testimony Related to Credit Suisse (related document(s) 102) filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc.. (Attachments: # 1 Ex. 1 # 2 Ex. 2 # 3 Ex. 3 # 4 Ex. 4 # 5 Ex. 5 # 6 Ex. 6 # 7 Ex. 7 # 8 Ex. 8 # 9 Ex. 9 # 10 Ex. 10 # 11 Ex. 11 # 12 Ex. 12 # 13 Ex. 13 # 14 Ex. 14 # 15 Ex. 15 # 16 Ex. 16 # 17 Ex. 17 # 18 Ex. 18) (Mervis, Michael) (Entered: 07/08/2019)
7.	07/08/2019	105	Motion to Approve / Notice of Defendants' Motion in Limine to Exclude the Testimony of Plaintiff's Purported Expert Jonathan I. Arnold filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton,

Designation No.	Date	ECF No.	Docket Text
			Transcendence Transit II, Inc., Transcendence Transit, Inc. with hearing to be held on 7/22/2019 at 10:00 AM at Courtroom 723 (SMB) Responses due by 7/15/2019. (Mervis, Michael) (Entered: 07/08/2019)
8.	07/08/2019	106	Memorandum of Law / Memorandum in Support of Defendants' Motion in Limine to Exclude the Testimony of Plaintiff's Purported Expert Jonathan I. Arnold (related document(s)105) filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. (Mervis, Michael) (Entered: 07/08/2019)
9.	07/08/2019	107	Declaration of Michael T. Mervis in Support of Defendants' Motion in Limine to Exclude the Testimony of Plaintiff's Purported Expert Jonathan I. Arnold (related document(s)105) filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. (Attachments: # 1 Ex. 1 # 2 Ex. 2 # 3 Ex. 3 # 4 Ex. 4 # 5 Ex. 5 # 6 Ex. 6 # 7 Ex. 7 # 8 Ex. 8 # 9 Ex. 9 # 10 Ex. 10 # 11 Ex. 11 # 12 Ex. 12 # 13 Ex. 13 # 14 Ex. 14 # 15 Ex. 15 # 16 Ex. 16 # 17 Ex. 17) (Mervis, Michael) (Entered: 07/08/2019)
10.	07/19/2019	116	Statement / Defendants' Opening Statement filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. (Mervis, Michael) (Entered: 07/19/2019)
11.	07/30/2019	119	Transcript regarding Hearing Held on 07/22/19 at 10:04 A.M. RE: Trial A.M. Session. Remote electronic access to the transcript is restricted until 10/28/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/5/2019. Statement of Redaction Request Due By 8/19/2019. Redacted Transcript Submission Due By 8/29/2019. Transcript

Designation No.	Date	ECF No.	Docket Text
			access will be restricted through 10/28/2019. (Su, Kevin) (Entered: 07/30/2019)
12.	07/30/2019	120	Transcript regarding Hearing Held on 07/22/19 at 2:01 P.M. RE: Trial P.M. Session. Remote electronic access to the transcript is restricted until 10/28/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/5/2019. Statement of Redaction Request Due By 8/19/2019. Redacted Transcript Submission Due By 8/29/2019. Transcript access will be restricted through 10/28/2019. (Su, Kevin) (Entered: 07/30/2019)
13.	07/30/2019	121	Transcript regarding Hearing Held on 07/23/19 at 10:09 A.M. RE: Trial A.M. Session. Remote electronic access to the transcript is restricted until 10/28/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/5/2019. Statement of Redaction Request Due By 8/19/2019. Redacted Transcript Submission Due By 8/29/2019. Transcript access will be restricted through 10/28/2019. (Su, Kevin) (Entered: 07/30/2019)
14.	07/31/2019	122	Transcript regarding Hearing Held on 07/24/19 at 10:03 A.M. RE: Trial. Remote electronic access to the transcript is restricted until 10/29/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/7/2019. Statement of Redaction Request Due By 8/21/2019. Redacted Transcript Submission Due By 9/3/2019. Transcript access will be restricted through 10/29/2019. (Su, Kevin) (Entered: 07/31/2019)
15.	09/03/2019	125	Transcript regarding Hearing Held on 08/08/19 at 2:10 P.M. RE: Trial (Continued). Remote electronic access to the transcript is restricted until 11/12/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the



Designation No.	Date	ECF No.	Docket Text
			Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/21/2019. Statement of Redaction Request Due By 9/4/2019. Redacted Transcript Submission Due By 9/16/2019. Transcript access will be restricted through 11/12/2019. (Su, Kevin) (Entered: 09/03/2019)
16.	09/03/2019	126	Transcript regarding Hearing Held on 08/13/19 at 10:19 A.M. RE: Trial A.M. Session. Remote electronic access to the transcript is restricted until 11/12/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/21/2019. Statement of Redaction Request Due By 9/4/2019. Redacted Transcript Submission Due By 9/16/2019. Transcript access will be restricted through 11/12/2019. (Su, Kevin) (Entered: 09/03/2019)
17.	09/03/2019	127	Transcript regarding Hearing Held on 08/13/19 at 1:47 P.M. RE: Trial P.M. Session. Remote electronic access to the transcript is restricted until 11/18/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/27/2019. Statement of Redaction Request Due By 9/10/2019. Redacted Transcript Submission Due By 9/20/2019. Transcript access will be restricted through 11/18/2019. (Su, Kevin) (Entered: 09/03/2019)
18.	09/03/2019	128	Transcript regarding Hearing Held on 08/14/19 at 10:33 A.M. RE: TRIAL (Continued). Remote electronic access to the transcript is restricted until 11/18/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/27/2019. Statement of Redaction Request Due By 9/10/2019. Redacted Transcript Submission Due By 9/20/2019. Transcript access will be restricted through 11/18/2019. (Su, Kevin) (Entered: 09/03/2019)
19.	09/03/2019	129	Transcript regarding Hearing Held on 08/14/19 at 2:01 P.M. RE: Trial (Continued). Remote electronic access to

Designation No.	Date	ECF No.	Docket Text
			the transcript is restricted until 11/18/2019. The transcript may be viewed at the Bankruptcy Court Clerks Office. [Transcription Service Agency: Reliable.]. (See the Courts Website for contact information for the Transcription Service Agency.). Notice of Intent to Request Redaction Deadline Due By 8/27/2019. Statement of Redaction Request Due By 9/10/2019. Redacted Transcript Submission Due By 9/20/2019. Transcript access will be restricted through 11/18/2019. (Su, Kevin) (Entered: 09/03/2019)
20.	09/09/2019	131	Memorandum Endorsed Order Signed On 9/9/2019. (Barrett, Chantel) (Entered: 09/09/2019)
21.	09/18/2019	133	Findings of Fact and Conclusions of Law / Defendants' Post-Trial Proposed Findings of Fact and Conclusions of Law Filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc.. (Mervis, Michael) (Entered: 09/18/2019)
22.	09/18/2019	134	Findings of Fact and Conclusions of Law Plaintiffs Proposed Findings of Fact and Conclusions of Law Filed by Bijan Amini on behalf of SALVATORE LAMONICA. (Amini, Bijan) (Entered: 09/18/2019)
23.	10/11/2019	136	Response to Defendants' Proposed Findings of Fact and Conclusions of Law (Dkt. 133) filed by Bijan Amini on behalf of SALVATORE LAMONICA. (Amini, Bijan) (Entered: 10/11/2019)
24.	10/11/2019	137	Response / Defendants' Response to Trustee's Post-Trial Proposed Findings of Fact and Conclusions of Law (related document(s)134) filed by Michael T. Mervis on behalf of Ark II CLO 2001-1, Limited, Patriarch Partners Agency Services, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc. (Attachments: # 1 Ex. A) (Mervis, Michael) (Entered: 10/11/2019)
25.	07/06/2020	138	Post-Trial Findings Of Fact And Conclusions Of Law Signed On 7/6/2020. (related document(s)136, 133) (Barrett, Chantel) (Entered: 07/06/2020)
26.	07/15/2020	141	Judgment signed on 7/15/2020. Judgment is entered in favor of Plaintiff, Salvatore LaMonica, against Defendants, Patriarch Partners Agency Services, LLC, Transcendence Transit, Inc. and Transcendence Transit

Designation No.	Date	ECF No.	Docket Text
			II, Inc., jointly and severally, for a total judgment in the amount of \$45,225,523.29, plus post-judgment interest. JUDGMENT INDEX NUMBER BC 20,0023 (related document(s)139) (Rouzeau, Anatin) (Entered: 07/15/2020)
27.	07/27/2020	146	Notice of Appeal filed by Michael T. Mervis on behalf of ARK Investment Partners II, L.P., Ark II CLO 2001-1, Limited, LD Investments, LLC, Patriarch Partners Agency Services, LLC, Patriarch Partners II, LLC, Patriarch Partners III, LLC, Patriarch Partners Management Group, LLC, Patriarch Partners VIII, LLC, Patriarch Partners XIV, LLC, Patriarch Partners XV, LLC, Patriarch Partners, LLC, Lynn Tilton, Transcendence Transit II, Inc., Transcendence Transit, Inc.. (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Civil Cover Sheet)(Mervis, Michael) (Entered: 07/27/2020)

**2. Designated Entries from the Docket of *In re TransCare Corp.*, Case No. 16–10407-smb**

Designation No.	Date	ECF No.	Docket Text
28.	03/25/2016	51	Order Signed On 3/24/2016 Re: Pursuant To 11 U.S.C. §§ 105(A) And 721, Authorizing The Chapter 7 Trustee To Operate The Debtors Businesses And Pay Certain Operating Expenses Of These Estates (Related Doc # 7). (Greene, Chantel) (Entered: 03/25/2016)
29.	03/25/2016	52	Order signed on 3/25/2016 Granting (I) Approving the Stipulation Respecting the Sale of Certain Personal Property; (II) Authorizing the Public Auction Sales of Certain Personal Property (II) Approving the Sale and Notice of Terms for the Public Auction Sales of certain Personal Property; (IV) Approving the Sale of certain Personal Property, Free and Clear of All Liens, Claims and Encumbrances, Security Interests and Other Interests to the Successful Bidders at the Public Auction Sales; (V) Approving the Employment of Maltz Auctions, Inc. as Auctioneer to Market and Publicly Auction certain Personal Property;(VI) Authorizing the Trustee to Donate or Otherwise Dispose of certain De Minimus Personal Property; and (VII) Granting Related

Designation No.	Date	ECF No.	Docket Text
			Relief (Related Doc # 37). (Ho, Amanda) (Entered: 03/25/2016)
<b>30.</b>	08/23/2016	257	Auctioneer's Report of Sale for the Auction Sales Conducted on April 20, May 4, May 6, May 11 and May 12, 2016 Filed by Holly R. Holecek on behalf of Maltz Auctions, Inc. (Holecek, Holly) (Entered: 08/23/2016)
<b>31.</b>	08/23/2016	258	Auctioneer's Report of Sale for the Auction Sale Conducted on June 21, 2016 Filed by Holly R. Holecek on behalf of Maltz Auctions, Inc. (Holecek, Holly) (Entered: 08/23/2016)

### 3. Designated Exhibits Admitted at Trial<sup>3</sup>

Designation No.	Document Date	Trial Exhibit No.	Description
<b>Joint Exhibits<sup>4</sup></b>			
<b>32.</b>	08/4/2003	JX_1	PPAS Credit Agreement
<b>33.</b>	10/13/2006	JX_2	Wells Fargo Loan and Security Agreement
<b>34.</b>	10/13/2006	JX_3	Wells Fargo 2006 Intercreditor Agreement
<b>35.</b>	01/26/2015	JX_8	Email from Tilton to Leland - RE: TransCare Weekly Report - Supplemental
<b>36.</b>	02/04/2015	JX_10	Email from Pelissier to Tilton - Transcare :: Escalated situation & corrective proposal
<b>37.</b>	02/06/2015	JX_12	Email from Leland to Pelissier, Schneider, Bonilla, Berlin, and Stephen - Re: New alternative to consider
<b>38.</b>	02/10/2015	JX_15	Email from Leland to Tilton
<b>39.</b>	03/07/2015	JX_29	Email from Leland to Tilton - Re: TransCare highlights March 1 to 7, 2015
<b>40.</b>	07/3/2015	JX_33	Email from Greenberg to Tilton
<b>41.</b>	07/10/2015	JX_40	Email from Leland to Pelissier, Greenberg, and Whalen - Fwd: LOI for Transcare Transit

<sup>3</sup> The designated exhibits admitted at trial are annexed hereto in Appendix Volumes 1–3. Certain trial exhibits or attachments thereto were originally produced by the parties in native format. Native files will be provided directly to the bankruptcy clerk and/or the District Court.

<sup>4</sup> Joint exhibits admitted at trial and designated by Defendants-Appellants are annexed hereto in Appendix Volume 1 (Parts 1–7).

Designation No.	Document Date	Trial Exhibit No.	Description
42.	07/17/2015	JX_44	Email from Tilton to Leland - RE: Thank you!
43.	08/10/2015	JX_45	Email from Leland to Pelissier, Greenberg, Jones, Stephen, and Pothin - TransCare Weekly update 8/9
44.	08/20/2015	JX_46	Email from Pelissier to Bonilla, Leland, and Greenberg - Fw: TransCare
45.	11/21/2015	JX_52	Email from Leland to "Lynn.Tilton@PatriarchPartners.com" - TransCare weekly update
46.	12/13/2015	JX_53	Email from Pelissier to Tilton - RE: TransCare – Yesterday's call with Wells Fargo
47.	12/18/2015	JX_55	Email from Greenberg to Tilton - TransCare - ambulance transactions overview with native attachment slip sheet
48.	12/23/2015	JX_59	Email from Provost to Greenberg and Pelissier - Longer Term Discussion Summary
49.	12/24/2015	JX_60	Email from Husson to Greenberg and Provost - RE: Transcare- Longer Term Discussion Summary
50.	12/24/2015	JX_61	Email from Greenberg to Tilton - Transcare - ambulance transactions overview (follow up with additional investment bankers) with Native attachment
51.	12/30/2015	JX_64	Email from Husson to Greenberg and Provost- LOI and APA requirements
52.	12/31/2015	JX_65	Email from Husson to Greenberg and Provost - RE: Transcare- Timetable
53.	01/05/2016	JX_67	Email from Michael Greenberg to Lynn Tilton - TransCare - updates to 2016 preliminary plan based on yesterday's discussion
54.	02/10/2016	JX_77	Chapter 11 Curtis Mallet Engagement Agreement
55.	02/11/2016	JX_79	Email from Stephen to Buenger - Additional Documents
56.	02/12/2016	JX_80	Email from Tilton to Whalen
57.	02/15/2016	JX_82	Email from Tilton to Giglio - RE: Transcare- Revised Budget
58.	02/17/2016	JX_83	Email from Tilton to Strack - Got your messages
59.	02/17/2016	JX_84	Email from Tilton to Strack - RE: Wells Fargo/Transcare- Financing Discussion Points
60.	02/17/2016	JX_86	Email from Tilton to "robert.strack@wellsfargo.com"
61.	02/19/2016	JX_87	Email from Tilton to Harrison - RE: Transcare

Designation No.	Document Date	Trial Exhibit No.	Description
62.	02/19/2016	JX_88	Email from Tilton to Landeck and Giglio - RE: Borrowing Base
63.	02/23/2016	JX_93	Email from Tilton to Helfat and Giglio
64.	02/23/2016	JX_94	Email from Tilton to Giglio - RE: TransCare
65.	02/23/2016	JX_95	Email from Stephen to Giglio and Harrison
66.	02/24/2016	JX_96	Email from Stephen to Wolf - Please see attached with attachments
67.	02/24/2016	JX_97	Email from Tilton to Giglio - RE: Board Meeting
68.	02/24/2016	JX_99	Email from Tilton to Giglio and Harrison - FW: Transcare borrowings
69.	02/24/2016	JX_101	Email from Greenberg to Youngblood - FW: TT Borrowing Certificate and Credit Agreement with attachment Credit Agreement among Transcendence Transit and PPAS
70.	02/24/2016	JX_102	"Bill of Sale, Agreement to Pay and Transfer Statement" between PPAS and Transcendence Transit, Inc.
71.	10/9/2017	JX_110	PPAS Proof of Claim
<b>Defendants' Exhibits<sup>5</sup></b>			
72.	08/4/2003	DX_3	Security Agreement (PPAS Credit Agreement)
73.	02/19/2015	DX_19	Email from Tilton to "kurt.marsden@wellsfargo.com" - Re: Transcare
74.	02/26/2015	DX_26	Amendment No. 24 to Credit Agreement of TransCare Corporation
75.	07/16/2015	DX_64	Email from Tilton to Whalen and Greenberg - RE: TransCare - Availability Block (good news)
76.	10/1/2015	DX_72	Email from Tilton to Jones - RE: TransCare CFO
77.	10/14/2015	DX_76	Email from "melissa.provost@wellsfargo.com" to Leland - RE: Notice of Non-Renewal and attachment
78.	10/29/2015	DX_78	Email from Greenberg to Pelissier and Stephen - RE: Draft: TransCare - Meeting Follow up
79.	12/11/2015	DX_88	Email from Tilton to Greenberg - RE: TransCare - Analysis of BBC Reporting of Unbilled Subsidy Revenue Amounts

<sup>5</sup> Defendants' exhibits admitted at trial and designated by Defendants-Appellants are annexed hereto in Appendix Volume 2 (Parts 1-4).



Designation No.	Document Date	Trial Exhibit No.	Description
80.	12/11/2015	DX_89	Email from Greenberg to Pelissier and Stephen - Re: Draft: TransCare – Today’s call with Wells Fargo
81.	12/16/2015	DX_92	Email from Tilton to Greenberg - RE: Transcare
82.	12/18/2015	DX_96	Email from Tilton to Greenberg - Re: Transcare
83.	12/21/2015	DX_98	Email from “Kurt.Marsden@wellsfargo.com” to Tilton - RE: Transcare
84.	12/30/2015	DX_100	Email from Greenberg to Tilton - TransCare - update on Wells Fargo discussions
85.	01/07/2016	DX_106	Carl Marks Advisory Group (“CMAG”) Consulting Agreement
86.	01/15/2016	DX_112	Email from Gerczak to Mercado
87.	01/29/2016	DX_121	Email from Tilton to Dudley
88.	02/04/2016	DX_123	Email from Tilton to Pelissier, Greenberg, Stephen, and Jones
89.	02/07/2016	DX_127	Email from Greenberg to Pelissier - TransCare with attachment
90.	02/09/2016	DX_130	Email from Tilton to “Kurt.Marsden@wellsfargo.com” - RE: Transcare
91.	02/10/2016	DX_132	Email from Killion to Greenberg - Article 9 Entities 2.10.16.xlsx and attachment
92.	02/10/2016	DX_133	Email from Masaya to Mercado and Stephen; copying “Accounting” - FW: TRANSCENDENCE TRANSIT II, INC. - Formation Documents with attachments
93.	02/12/2016	DX_137	Email from Giglio to Stephen - Re: Retainer
94.	02/12/2016	DX_138	Email from Giglio to Stephen - Re: Form of TSA
95.	02/17/2016	DX_147	Email from Lynn Tilton to “robert.strack@wellsfargo.com” - RE: 13 Week Cash Flow out of court (2).xlsx
96.	02/18/2016	DX_150	Email from Staggers to Tilton
97.	02/19/2016	DX_151	Email from Giglio to Tilton
98.	02/19/2016	DX_157	Email from Tilton to Forte and Strack - RE: Transcare
99.	02/20/2016	DX_163	Email from Greenberg to Tilton - RE: TransCare - question
100.	02/22/2016	DX_166	Email from Agrawal to Tilton - RE: TransCare - Updated NewCo Model with Paratransit, PA, and HV

Designation No.	Document Date	Trial Exhibit No.	Description
101.	02/23/2016	DX_171	Email from Giglio to Tilton - RE: Wells Counter
102.	02/24/2016	DX_174	Letter to TransCare from PPAS Re: "Notice of Acceptance of Subject Collateral in Partial Satisfaction of Obligation"
103.	02/15/2016	DX_195	Email from Tilton to Giglio - re: TransCare Proposed DIP budget
<b>Plaintiff's Exhibits<sup>6</sup></b>			
104.	07/10/2012	PX_3	Authority Matrix - Transcare Corporation Written Consent of the Sole Director
105.	12/17/2015	PX_132	Email from Provost to Greenberg and Pelissier - TransCare Forbearance Terms Discussed
106.	01/07/2016	PX_158	Email from Greenberg to Landeck and Killion - TransCare - updates to 2016 preliminary plan based on yesterday's discussion
107.	01/14/2016	PX_165	Email from Pfefferle to Tilton -RE: Carl Marks Advisors Status Update
108.	01/15/2016	PX_168	Email from Greenberg to Dudley and Mercado
109.	01/15/2016	PX_170	Email from Fiorillo to Greenberg - RE: Transcare
110.	01/27/2016	PX_175	Email from Pfefferle to Killion, Greenberg, Pelissier, and Jones - Update Executive Summary for Lynn (pending additional updates including results of this mornings ST Barnaba meeting)
111.	01/27/2016	PX_177	Email from Greenberg to Pfefferle, Killion, and Landeck - Status of Wells Fargo discussions 01-16.pptx
112.	01/28/2016	PX_179	Email from Greenberg to Greenberg - Changes to cash flow forecast and business plan 01-28-16.pptx
113.	02/03/2016	PX_185	Email from Pfefferle to Greenberg - RE: Attachment to Funds Request 02-02-16.xlsx
114.	02/05/2016	PX_191	Memorandum from Wolf to Distribution- October 2015 Financials
115.	02/10/2016	PX_193	Email from CMAG to Greenberg
116.	02/10/2016	PX_196	Email from Greenberg to Arrowood, Ubbenga, Charles, Bolton, and Miles - TransCare - insurance information requested
117.	02/10/2016	PX_197	Email from Greenberg to Wolf - FW: Ark/Transcare Docs

<sup>6</sup> Plaintiff's exhibits admitted at trial and designated by Defendants-Appellants are annexed hereto in Appendix Volume 3 (Parts 1-4).



Designation No.	Document Date	Trial Exhibit No.	Description
118.	02/12/2016	PX_203	Email from Peter Wolf to Michael Greenberg - RE: Transcare Direction Letters
119.	02/14/2016	PX_206	Email from Pelissier to Jones, Pothin, Greenberg, Wolf, Youngblood, Stephen, and Dell
120.	02/16/2016	PX_209	Email from Mercado to Fillebeen- Loan Daily Extracts-Transcare.xlsx
121.	02/19/2016	PX_219	Email from Strack to CMAG - RE: TransCare term sheet
122.	02/24/2016	PX_227	Email from Tilton to Giglio and Harrison
123.	02/24/2016	PX_234	Email from Tilton to Giglio, et al - RE: Board Meeting
124.	11/30/2018	PX_282	Expert Report of Jonathan I. Arnold, Ph.D.
125.	02/11/2019	PX_283	Expert Rebuttal Report of Jeffrey R. Dunn
126.	02/13/2016	PX_286	Email from Pelissier to Tilton

#### 4. Additional Designated Items<sup>7</sup>

Designation No.	Document Date	Description
127.	07/23/2019	Transcript prepared by A&A Court Reporting of the afternoon trial session held on July 23, 2019, which has been so-ordered as the official transcript of that trial session, per the <i>Memorandum Endorsed Order Signed on 9/9/2019</i> [ECF No. 131, Adv. Proc. No. 18-1021-smb]

### III. CERTIFICATE REGARDING TRANSCRIPTS

The transcripts of the trial proceedings before the Bankruptcy Court are included in the above designations of the appeal record. Therefore, pursuant to Rule 8009(b)(1)(B) of the Federal Rules of Bankruptcy Procedure, Defendants-Appellants hereby file this certificate stating that Defendants-Appellants are not ordering any transcripts.

<sup>7</sup> These additional designated items are annexed hereto in Appendix Volume 4.

Dated: August 10, 2020  
New York, New York

Respectfully submitted,

PROSKAUER ROSE LLP

By: /s/ Michael T. Mervis  
Michael T. Mervis  
Timothy Q. Karcher  
Eleven Times Square  
New York, NY 10036-8299  
Tel.: (212) 969-3000  
Fax: (212) 969-2900  
Email: mmervis@proskauer.com  
tkarcher@proskauer.com

*Attorneys for Defendants-Appellants*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 10<sup>th</sup> day of August 2020, a true and correct copy of the foregoing was filed with the Clerk of Court using the CM/ECF system, which will send a notice of such filing to the Chapter 7 Trustee's counsel and the interested parties registered to receive ECF notification from the court.

/s/ Michael T. Mervis  
Michael T. Mervis